

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM332531

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SEAMUS GOLF, LLC		01/07/2014	LIMITED LIABILITY COMPANY:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Seamus Golf, Inc.		
<b>Street Address:</b>	9655 SW SUNSHINE COURT		
<b>Internal Address:</b>	SUITE 1100		
<b>City:</b>	Beaverton		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97005		
<b>Entity Type:</b>	CORPORATION: OREGON		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4160782	SEAMUS GOLF	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5037782200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	503.778.2031		
<b>Email:</b>	trademarks@lanepowell.com		
<b>Correspondent Name:</b>	Renee Peck		
<b>Address Line 1:</b>	601 SW Second Avenue		
<b>Address Line 2:</b>	Suite 2100		
<b>Address Line 4:</b>	Portland, OREGON 97204		
<b>ATTORNEY DOCKET NUMBER:</b>	710704.5		
<b>NAME OF SUBMITTER:</b>	Renee B. Peck		
<b>SIGNATURE:</b>	/Renee Peck/		
<b>DATE SIGNED:</b>	02/18/2015		
<b>Total Attachments: 10</b>			
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Phone: (503) 986-2200  
Fax: (503) 378-4381

Articles of Conversion—Business Entities

Secretary of State  
Corporation Division  
255 Capitol St. NE, Suite 151  
Salem, OR 97310-1327  
FilingInOregon.com

FILED

JAN 07 2014

REGISTRY NUMBER: 791235-93

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

OREGON  
SECRETARY OF STATE  
For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Seamus Golf LLC

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Oregon limited liability company

3) NAME OF BUSINESS ENTITY AFTER CONVERSION

Seamus Golf, Inc.

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Oregon corporation

5) ☒ A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See attached Plan of Conversion

7) EXECUTION

Signature

Printed Name

Title

Akbar Chisti

Member

8) CONTACT NAME (To resolve questions with this filing.)

Dr

Steven Davis

(

SEAMUS GOLF, INC.



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MasterCard. The card number and  
expiration date should be submitted  
on a separate sheet for your  
protection.

PLAN OF CONVERSION  
FOR CONVERSION  
OF  
SEAMUS GOLF LLC, AN OREGON LIMITED LIABILITY COMPANY  
TO  
SEAMUS GOLF, INC., AN OREGON CORPORATION

This Plan of Conversion for the conversion of Seamus Golf LLC, an Oregon limited liability company to Seamus Golf, Inc., an Oregon corporation, is hereby adopted by the members of Seamus Golf LLC pursuant to ORS Section 63.473(1)(a).

1. The name of the business entity prior to conversion is Seamus Golf LLC. Seamus Golf LLC is an Oregon limited liability company.

2. The name of the business entity after conversion will be Seamus Golf, Inc. Seamus Golf, Inc. will be an Oregon corporation.

3. The conversion shall be on the terms and conditions set forth in ORS 63.470 and ORS 60.472. Upon the filing of the Articles of Conversion, this Plan of Conversion and the initial Articles of Incorporation of Seamus Golf, Inc., a copy of which is attached hereto as Exhibit A, with the Secretary of State of Oregon, Seamus Golf LLC, an Oregon limited liability company, will be converted into Seamus Golf, Inc., an Oregon corporation.

4. Seamus Golf LLC has two members, Akbar Chisti and Megan Chisti. Mr. Chisti and Mrs. Chisti have the following ownership interests in Seamus Golf LLC:

<u>Member</u>	<u>Percentage Ownership Interest</u>
Akbar Chisti	50%
Megan Chisti	50%

5. Upon conversion, the ownership interests of Mr. Chisti and Mrs. Chisti in Seamus Golf LLC shall be exchanged for shares of Common Stock in Seamus Golf, Inc. This conversion will result in ownership of 2,125,000 shares of Common Stock in Seamus Golf, Inc. for each of Mr. Chisti and Mrs. Chisti:

<u>Member</u>	<u>Shares</u>	<u>Percentage Ownership Interest</u>
Akbar Chisti	2,125,000	50%
Megan Chisti	2,125,000	50%

6. As set forth in the Articles of Incorporation to be filed with the Secretary of State Oregon attached hereto as Exhibit A, Seamus Golf, Inc. will have 10,000,000 authorized shares of Common Stock. As set forth above, Mr. Chisti and Mrs. Chisti shall hold an aggregate of 4,250,000 shares of Common Stock in the amounts set forth above, and such 4,250,000 shares shall be the only shares of Common Stock outstanding immediately following the conversion.

7. Pursuant to the requirements of ORS 60.047(1), the initial Articles of Incorporation of Seamus Golf, Inc. are required to contain the following:

(a) A corporate name for the corporation that satisfies the requirements of ORS 60.094 (as required by ORS 60.047(1)(a)): Seamus Golf, Inc.;

(b) The number of shares the corporation is authorized to issue (as required by ORS 60.047(1)(b)): 10,000,000 shares of Common Stock;

(c) The address, including street and number, and mailing address, if different, of the corporation's initial registered office and the name of its initial registered agent at that office (as required by ORS 60.047(1)(c)): the address of the corporation's initial registered office is 1300 SW Fifth Avenue, Suite 2400, Portland, Oregon 97201, and the name of its initial registered agent at such address is DWT Oregon Corp.;

(d) The name and address of each incorporator (as required by ORS 60.047(1)(d)): the name of the incorporator is Steven C. Davis, and the address for the incorporator is 1300 SW Fifth Avenue, Suite 2400, Portland, Oregon 97201; and

(e) A mailing address to which notices, as required by this chapter, may be mailed until an address has been designated by the corporation in its annual report (as required by ORS 60.047(1)(e)): DWT Oregon Corp., Attention: Steven C. Davis, 1300 SW Fifth Avenue, Suite 2400, Portland, Oregon 97201.

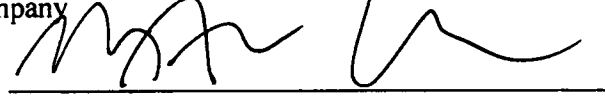
7. All other matters not specifically required under ORS 60.047(1) to be included in the initial Articles of Incorporation of Seamus Golf, Inc., but which may be set forth under ORS 60.047(2) in the initial Articles of Incorporation of Seamus Golf, Inc., are as set forth in the initial Articles of Incorporation of Seamus Golf, Inc., a copy of which is attached as Exhibit A hereto.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Plan of Conversion has been duly executed as of January 7, 2014.


SEAMUS GOLF LLC, an Oregon limited liability  
company

By



Akbar Chisti, Member

By



Megan Chisti, Member

**EXHIBIT A**

**ARTICLES OF INCORPORATION OF SEAMUS GOLF, INC.**

DWT 23212719v1 0000099-010073

**TRADEMARK**  
**REEL: 005462 FRAME: 0025**

## **ARTICLES OF INCORPORATION**

### **OF**

### **SEAMUS GOLF, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator under the Oregon Business Corporation Act ("Act"), adopts the following Articles of Incorporation:

#### **ARTICLE I**

The name of this corporation (the "Corporation") is Seamus Golf, Inc. and its duration shall be perpetual.

#### **ARTICLE II**

The purpose for which the Corporation is organized is to engage in any lawful activities for which corporations may be organized under the Act.

#### **ARTICLE III**

1. The corporation is authorized to issue one class of capital stock, which shall be designated "Common Stock." The total number of shares of common stock which the corporation is authorized to issue is ten million (10,000,000) shares, no par value. The holders of the Corporation's common stock shall have the right to one vote for each share upon each matter duly submitted to a vote at a meeting of the shareholders, and shall have the right to receive the net assets of the Corporation upon dissolution.

2. No shareholder shall have preferential or preemptive rights to acquire shares of the Corporation.

3. No shareholder shall be entitled to cumulate his or her votes for election of directors.

4. At any meeting of the shareholders, the holders of a majority of all the outstanding voting shares of the capital stock of the Corporation, present in person or represented by proxy, shall constitute a quorum of the shareholders for all purposes.

5. The Corporation shall have the right to purchase its own shares as provided by the Act.

6. Except as otherwise expressly provided herein, any action that may be taken by the shareholders at an annual or special meeting of shareholders may be taken without such a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding capital stock of the Corporation

having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

#### ARTICLE IV

The address of the initial registered office of the Corporation is 1300 SW Fifth Avenue, Suite 2400, Portland, Oregon 97201, and the name of its initial registered agent at such address is DWT Oregon Corp.

#### ARTICLE V

1. The number of directors of the corporation shall be fixed by the bylaws of the Corporation.

2. The names and addresses of the initial directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Akbar Chisti	15800 SW Village Lane Beaverton, OR 97007
Megan Chisti	15800 SW Village Lane Beaverton, OR 97007

3. Vacancies in the board of directors may be filled by the affirmative vote of the remaining directors even though less than a quorum. All other requirements for filling such vacancies shall be established by the bylaws of the Corporation.

4. All or any number of the directors may be removed, with or without cause, at a meeting expressly called for that purpose by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

#### ARTICLE VI

Contracts or transactions of the Corporation with an interested director or officer shall be valid as provided by the Act. The presence of an interested director shall count toward a quorum and he or she may vote in favor of the transaction.

#### ARTICLE VII

1. The Corporation shall indemnify, to the fullest extent provided in the Act, any director or officer who was or is a party or is threatened to be made a party to any proceeding by reason of or arising from the fact that he is or was a director or officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

2. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act.

3. The indemnification rights provided for in this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the shareholders or board of directors or otherwise.

#### ARTICLE VIII

The liability of the directors of the Corporation for monetary damages for conduct as a director shall be eliminated to the fullest extent permissible under the Act, except that this provision shall not eliminate or limit the liability of a director for:

1. Any breach of the director's duty of loyalty to the Corporation or its shareholders;
2. Acts of omission not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution under Oregon Revised Statutes Section 60.367; or
4. Any transaction from which the director derives an improper personal benefit.

#### ARTICLE IX

The name and address of the person to whom the Corporation Division may mail notices required by the Act is:

<u>Name</u>	<u>Address</u>
DWT Oregon Corp.	1300 SW Fifth Avenue, Suite 2400 Portland, OR 97201

#### ARTICLE X

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Steven C. Davis	1300 SW Fifth Avenue, Suite 2400 Portland, OR 97201

#### ARTICLE XI

The person to contact about this filing is:

Name

Telephone Number

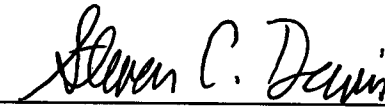
Steven Davis

(503) 241-2300

791235-93

I, the undersigned incorporator, declare that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 7th day of January, 2014.



Steven C. Davis, Incorporator